

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/20**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | | |
|--|---|-----------|--|
| 1. Debtor's name | <u>Brooks Brothers Group, Inc.</u> | | |
| <hr/> | | | |
| 2. All other names debtor used in the last 8 years | <u>Brooks Brothers, Retail Brand Alliance, Inc., and Brooks</u> | | |
| | <u></u> | | |
| | <u></u> | | |
| Include any assumed names, trade names, and <i>doing business as</i> names | <u></u> | | |
| <hr/> | | | |
| 3. Debtor's federal Employer Identification Number (EIN) | <u>51-0368883</u> | | |
| <hr/> | | | |
| 4. Debtor's address | Principal place of business | | Mailing address, if different from principal place of business |
| | <u>346 Madison Avenue</u> | | <u></u> |
| | Number | Street | Number |
| | <u></u> | | <u></u> |
| | <u></u> | | P.O. Box |
| | <u>New York</u> | <u>NY</u> | <u>10017</u> |
| | City | State | ZIP Code |
| | <u>New York</u> | | Location of principal assets, if different from principal place of business |
| | County | | <u></u> |
| | <u></u> | | Number |
| | <u></u> | | Street |
| | <u></u> | | <u></u> |
| | <u></u> | | City |
| | <u></u> | | State |
| | <u></u> | | ZIP Code |
| <hr/> | | | |
| 5. Debtor's website (URL) | <u>https://www.brooksbrothers.com/</u> | | |
| <hr/> | | | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____ | | |

Debtor Brooks Brothers Group, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax- exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4481 – Clothing Stores**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes District _____ When _____ Case number _____
 MM/ DD/ YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 MM / DD/ YYYY

Debtor Brooks Brothers Group, Inc.
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ YesDebtor See Schedule 1Relationship See Schedule 1District DelawareWhen July 8, 2020
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____**Where is the property?**

Number _____

Street _____

City _____

State _____

ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact Name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds*Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

(on a consolidated basis with all affiliated debtors)

☐ 1-49☐ 1,000-5,000☐ 25,001-50,000☐ 50-99☐ 5,001-10,000☐ 50,001-100,000☐ 100-199☒ 10,001-25,000☐ More than 100,000☐ 200-999

Debtor Brooks Brothers Group, Inc.
Name

Case number (if known) _____

15. Estimated assets
(on a consolidated basis with all affiliated debtors)

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
(on a consolidated basis with all affiliated debtors)

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature of authorized representative of debtor**

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 8, 2020
MM / DD / YYYY

✕

/s/ Stephen Marotta

Signature of authorized representative of debtor

Stephen Marotta

Printed name

Chief Restructuring Officer

Title

18. Signature of attorney

✕

/s/ Zachary I. Shapiro

Signature of attorney for debtor

Date July 8, 2020

MM / DD / YYYY

Zachary I. Shapiro

Printed Name

Garrett A. FailRichards, Layton & Finger, P.A.

Firm Name

Weil, Gotshal & Manges LLPOne Rodney Square, 920 North King Street

Address

767 Fifth AvenueWilmington, Delaware 19801

City/State/Zip

New York, New York 10153(302) 651-7700

Contact Phone

(212) 310-8000shapiro@rlf.com

Email Address

garrett.fail@weil.com5103

Bar Number

Delaware

State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

| COMPANY |
|---|
| Brooks Brothers Group, Inc. |
| Brooks Brothers International, LLC |
| 696 White Plains Road LLC |
| Brooks Brothers Restaurant, LLC |
| BBD Holding 1, LLC |
| BBD Holding 2, LLC |
| BBDI, LLC |
| Deconic Group LLC |
| Golden Fleece Manufacturing Group, LLC |
| RBA Wholesale, LLC |
| Retail Brand Alliance Gift Card Services, LLC |
| Retail Brand Alliance of Puerto Rico, Inc. |
| Brooks Brothers Far East Limited |

**RESOLUTIONS ADOPTED AT THE JULY 7, 2020
MEETING OF THE SPECIAL COMMITTEE OF THE
BOARD OF DIRECTORS OF BROOKS BROTHERS GROUP, INC.**

WHEREAS, the special committee of the board of directors (the “**Committee**”) of Brooks Brothers Group, Inc. (the “**Company**”) has reviewed and had the opportunity to ask questions about the materials presented by the management and advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses;

WHEREAS, the Committee has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider, and has considered, the strategic alternatives available to the Company;

WHEREAS, each of 696 White Plains Road, LLC, BBD Holding 1, LLC, BBD Holding 2, LLC, BBDI, LLC, Brooks Brothers International, LLC, Brooks Brothers Restaurant, LLC, Deconic Group LLC, Golden Fleece Manufacturing Group, LLC, RBA Wholesale, LLC, Retail Brand Alliance Gift Card Services, LLC, and Retail Brand Alliance of Puerto Rico, Inc. are, directly or indirectly, a wholly owned subsidiary of the Company (the “**Wholly Owned Subsidiaries**”);

WHEREAS, the Company owns 99.8% of the equity interests in Brooks Brothers Far East Limited (together with the Wholly Owned Subsidiaries, the “**Subsidiaries**” and, together with the Wholly Owned Subsidiaries and the Company, the “**Company Parties**”);

WHEREAS, the Committee desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that, the Committee has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and be it further

RESOLVED, that any officer of the Company (each, a “**Company Authorized Person**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, to negotiate, execute, deliver, and file, in the name and on behalf of the Company, and under its corporate seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, and other documents (the “**Chapter 11 Filings**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) (with such changes therein and additions thereto as any such Company Authorized Person may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11 Filings by any such Company Authorized Person with any changes thereto to be conclusive evidence that any such Company Authorized Person deemed such changes to meet such standard); and be it further

RESOLVED, that, each Company Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to take and perform any and all further acts and deeds which such Company Authorized Person deems necessary, appropriate, or desirable in connection with the Company's chapter 11 case (the "**Chapter 11 Case**") or Chapter 11 Filings, including, without limitation, (i) the payment of fees, expenses and taxes such Company Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Company Authorized Person deemed the same to meet such standard); and be it further

II. Commencement of Chapter 11 Cases of Subsidiaries

RESOLVED, that, the Committee has determined, after consultation with the management and the legal and financial advisors of the Company, that, in connection with the Chapter 11 Case, it is desirable and in the best interests of the Company for each of the Subsidiaries to file a petition seeking relief under the provisions of the Bankruptcy Code (the "**Subsidiary Chapter 11 Cases**," and, together with the Chapter 11 Case, the "**Chapter 11 Cases**") and to negotiate, execute, deliver, and file all plans, petitions, schedules, motions, lists, applications, pleadings, and other documents (the "**Subsidiary Chapter 11 Filings**") in the Bankruptcy Court; and be it further

RESOLVED, that the Company and any other shareholder, member or partner of any Subsidiary be, and each hereby is, authorized, empowered, and directed, in its capacity as a member, shareholder or partner, as the case may be, of such Subsidiary, to consent to, authorize and/or approve any such Subsidiary Chapter 11 Cases and/or the Subsidiary Chapter 11 Filings which such shareholder, member or partner deems necessary, appropriate, or desirable in connection with the Subsidiary Chapter 11 Cases (such acts to be conclusive evidence that such shareholder, member or partner deemed the same to meet such standard); and be it further

RESOLVED, that each Company Authorized Person in the case of the Company and each officer or other authorized person of any other shareholder, member or partner of any Subsidiary (together with the Company Authorized Persons, "**Authorized Persons**"), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to take and perform any and all actions, including the negotiation, execution, delivery, and filing of all documents, agreements, resolutions, motions and pleadings as are necessary, appropriate, or advisable to enable each such Subsidiary to carry out its Subsidiary Chapter 11 Cases and the Subsidiary Chapter 11 Filings (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, the execution and delivery thereof by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard); and be it further

III. Debtor-in-Possession Financing and Cash Collateral

RESOLVED, that the Committee has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest and necessary to the conduct, promotion or attainment of the business of the Company, subject to approval of the Bankruptcy Court, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, to: (a) enter into a new debtor-in-possession financing facility in an aggregate principal amount of \$75,000,000 (the **“DIP Facility”**) and any associated documents, incur the indebtedness and other obligations under the DIP Facility, and consummate and perform its obligations in connection with the transactions (including the borrowings and guarantees) contemplated therein (collectively, the **“Financing Transactions”**) with such lenders and on such terms substantially consistent with those presented to the Committee on or prior to the date hereof and as may be further approved, modified or amended by any one or more of the Authorized Persons, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all, or substantially all of the Company’s assets, in such case, as may be deemed necessary or desirable by any one or more of the Authorized Persons in connection with the Financing Transactions; and be it further

RESOLVED that: (a) each Authorized Person, in each case, acting singly or jointly, be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any of the Authorized Persons may deem necessary or appropriate to facilitate the Financing Transactions including, without limitation, (i) the Debtor-In-Possession Term Loan Agreement, to be entered into by and among the Company and the other borrowers party thereto from time to time (collectively, the **“DIP Borrowers”**), the guarantors party thereto from time to time (collectively, the **“DIP Guarantors”**), each lender party thereto from time to time, and WH Holdco, LLC, as administrative agent and collateral agent (the **“DIP Agent”**), (ii) the Security Agreement, to be entered into by and among the DIP Borrowers, the DIP Guarantors and the DIP Agent and (iii) any other related documentation required under the DIP Facility, including all such other documents, instruments, agreements and certificates entered into in connection with the DIP Facility and the Financing Transactions (collectively, the **“Financing Documents”**); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Authorized Officers are hereby approved; (c) each Authorized Person, in each case, acting singly or jointly, be, and hereby is, authorized and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to authorize counsel to draft, file and seek approval of the Financing Transactions; and (d) the actions of any Authorized Person taken pursuant to these resolutions, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Authorized Person’s approval thereof and the necessity or desirability thereof; and be it further

RESOLVED, that the form, terms and provisions of the Financing Documents (including the incurrence of indebtedness thereunder), the execution, delivery and performance thereof, the consummation of the Financing Transactions contemplated thereby and the performance by the Company of its obligations arising thereunder, are hereby approved,

authorized and adopted in all respects, including without limitation, the incurrence of all indebtedness (through any borrowing, guarantee or otherwise), the issuance of notes to evidence such debt incurrence in such form and having such terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing such note, the payment of interest, and the pledging of assets and granting of all security interests, liens and encumbrances in accordance with the terms and provisions of the foregoing documents; and be it further

RESOLVED, that the Authorized Persons may seek Bankruptcy Court approval, and seek to obtain the consent of the Company's existing secured lenders, for the use of cash collateral under that certain Credit Agreement, dated as of June 28, 2019, by and among the Company and the other borrowers party thereto from time to time, the guarantors party thereto from time to time, each lender party thereto from time to time, and Wells Fargo Bank, National Association, as administrative agent, collateral agent, L/C Issuer and Swing Line Lender (as amended, restated, amended and restated, supplemented, modified or otherwise in effect from time to time; and be it further

IV. Officers

RESOLVED, that the individuals set forth below be, and hereby are, elected to the newly-created offices of the Company and each of the Subsidiaries set forth opposite their names, to serve subject to, and in accordance with, the organizational documents of the Company and each of the Subsidiaries, respectively, and to hold such offices until their job is satisfied or until their earlier death, resignation or removal:

Stephen Marotta

Chief Restructuring Officer

Adrian Frankum

Restructuring Officer

V. Retention of Advisors

RESOLVED, that, in connection with the Chapter 11 Case, each Authorized Person, acting singly or jointly, be, and each hereby is, authorized, empowered and directed to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, on behalf of the Company and the Subsidiaries, which such Authorized Person deems necessary, appropriate, or desirable in connection with, or in furtherance of, the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for the Company Parties in their Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of PJ Solomon, L.P., located at 1345 Avenue of the Americas, 31st Floor, New York, New York 10105, is hereby retained as investment banker for the Company Parties in their Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Ankura Consulting Group LLC, located at 485 Lexington Avenue, 10th Floor, New York, New York 10017, is hereby retained as financial advisor for the Company Parties in their Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Prime Clerk, located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165, is hereby retained as claims, noticing, and solicitation agent for the Company Parties in their Chapter 11 Cases, subject to Bankruptcy Court approval; and be it further

RESOLVED, that each Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to take and perform any and all further acts and deeds, including, without limitation, (i) the payment of any consideration, (ii) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (iii) negotiating, executing, delivering, performing, and filing any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with the engagement of professionals contemplated by the foregoing resolutions (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

VI. General

RESOLVED, that each Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to take and perform any and all further acts or deeds, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications, supplements, renewals, replacements, consolidations, substitutions, extensions, reports, documents, instruments, applications, notes or certificates not now known but which may be required, (ii) the execution, delivery and filing (if applicable) of any of the foregoing, and (iii) the payment of all fees, consent payments, taxes and other expenses as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Authorized Person deemed the same to be so necessary, appropriate or desirable; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Person, any director, or any member of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

Fill in this information to identify the case:Debtor name: Brooks Brothers Group, Inc.United States Bankruptcy Court for the District of Delaware
(State)

Case number (If known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|--|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | Swiss Garments Company Attn.: Alaa Arafa Hala Hashem 3rd Industrial Area A1 Private Fee Zone 10th of Ramadan, Egypt 44634 Egypt | Attn.: Alaa Arafa Hala Hashem Phone: 20 100 123 4520 20 554 410 662 Email: aarafa@sgc.com.eg hhashem@sgc.com.eg | Trade Debt | | | | \$5,232,180.00 |
| 2 | FedEx ERS Attn.: Paul Kruk P.O. Box 371741 Pittsburgh, PA 15250-7741 USA | Attn.: Paul Kruk Phone: (781) 296-4303 Email: paul.kruk@fedex.com | Trade Debt | | | | \$2,944,203.00 |
| 3 | Teacher's Insurance Attn: Richard Lee 210 Post St., Suite 316 TIAA #6910 San Francisco, CA 94108 USA | Attn: Richard Lee Phone: 415-781-885 Email: richard.lee@cushwake.com | Lease Obligation | | | | \$2,857,718.00 |
| 4 | Trajes Mexicanos S.A. De C.V. Attn.: Mario Sanchez Llono Isidro Fabela #102 Parque Industrial Tianguistenco Tianguistenco, Mexico 52600 Mexico | Attn.: Mario Sanchez Llono Phone: 52 713 133 66 66 Email: mario@tramex.com.mx | Trade Debt | | | | \$2,843,652.00 |
| 5 | Esquel Enterprises Limited Attn.: Wesley Choi / Eveline Lau 13/F Harbour Centre 25 Harbour Road WANCHAI, Hong Kong 999077 Hong Kong | Attn.: Wesley Choi / Eveline Lau Phone: 852 2960 6642 852 2960 6617 Email: choiw@esquel.com laue@esquel.com | Trade Debt | | | | \$2,550,522.00 |

Brooks Brothers Group, Inc.

Case number (if known)

Name

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|--|---|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 6 | Pt Unagaran Sari Garments Attn.: Sanjay Goyal JL P Diponegoro No. 235 Genuk, Ungaran Barat Kabupaten Semarang, Indonesia 50512 Indonesia | Attn.: Sanjay Goyal Phone: 62 24 6921113 Email: sgoyal@busanagroup.com | Trade Debt | | | | \$1,964,208.00 |
| 7 | Grosvenor Urban Retail, LP Attn.: David Sidorsky Division #23 5500 Wisconsin P.O. Box 823523 Grosvenor-5500WISC Philadelphia, PA 19182-3523 USA | Attn.: David Sidorsky Phone: (202) 851-5600 Email: dsidorsky@plc.com | Lease Obligation | | | | \$1,190,092.34 |
| 8 | T.U.W. Textile Co., Ltd. Attn.: Masayuki Shimakura 113 MOO4, Nakornchaisri-Dontoom- Roda Sampatuan, Nakornchaisri Nakornprathom, Thailand 73210 Thailand | Attn.: Masayuki Shimakura Phone: 66 3438 9571 Email: mshima@tuw.co.th | Trade Debt | | | | \$1,187,122.78 |
| 9 | Adventura Mall Venture Attn.: Jory Thomas P.O. Box 865006 Orlando, FL 32886 USA | Attn.: Jory Thomas Phone: (305) 914-8215 Email: jthomas@turnberry.com | Lease Obligation | | | | \$1,109,291.92 |
| 10 | Epic Designers Limited Attn.: Gilles Fries Floor 6, 7, & 9th EGL Tower No. 83 Hung to Road KWUN TONG KOWLOON, Hong Kong 99700 Hong Kong | Attn.: Gilles Fries Phone: 852 3512 0800 Email: gilles.fries@epichk.com | Trade Debt | | | | \$1,067,233.00 |
| 11 | Winner Way Industrial Limited Attn.: Sing Li Units A-C, 21/F, Block 1 Tai Ping Industrial Centre 57 Ting Kok Road TAI PO, N.T. HONG KONG, 99977 Hong Kong | Attn.: Sing Li Phone: 852 2689 1881 Email: singl@nameson.com.cn | Trade Debt | | | | \$969,995.35 |
| 12 | Yee Tung Garment Company Limited Attn.: Victor Fong 3/F Chiap Luen Industrial Bldg. 30-32 Kung Yip Street KWAI CHUNG, N.T., Hong Kong 999077 Hong Kong | Attn.: Victor Fong Phone: 852 2211 0100 Email: victor@yeetung.com | Trade Debt | | | | \$968,004.50 |

Brooks Brothers Group, Inc.

Case number (if known)

Name

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|---|--|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 13 | Pt Eratex Djaja Tbk Attn.: Sanjay Goyal JL. Soekarno Hatta 23 Probolinggo 67212 Indonesia | Attn.: Sanjay Goyal Phone: 62 24 6921113 Email: sgoyal@busanagroup.com | Trade Debt | | | | \$957,134.00 |
| 14 | Di. Conf. SRL Attn.: Rosario Parlato Via Variante 7 BIX KM 45.300 Margianella, Italy 80030 Italy | Attn.: Rosario Parlato Phone: 39 081 841 1762 Email: r.parlato@diconf.com | Trade Debt | | | | \$925,752.50 |
| 15 | Excellent Jade Limited Attn.: Vivian Chan 5/F., 66-72 Lei Muk Road KWAI CHUNG, N.T., Hong Kong 999077 Hong Kong | Attn.: Vivian Chan Phone: 852 2279 3808 Email: vivianchan@tristateww.com | Trade Debt | | | | \$908,147.00 |
| 16 | Winston & Strawn Attn.: Jonathan Birenbaum 36235 Treasury Center Chicago, IL 60694-6200 USA | Attn.: Jonathan Birenbaum Phone: (212) 294-4629 Email: jbirenbaum@winston.com | Professional Services | | | | \$871,449.00 |
| 17 | Salesforce.Com, Inc. Attn.: Brett Murray P.O. Box 203141 Dallas, TX 75320-3141 USA | Attn.: Brett Murray Phone: (317) 832-4087 Email: brett.murray@salesforce.com | Technology Services | | | | \$855,119.00 |
| 18 | Bagir International, Inc. Attn.: Micha Ronen Asaf Shavit-Stricks 499 Fashion Avenue, 16 S New York, NY 10018 USA | Attn.: Micha Ronen Asaf Shavit Stricks Phone: 972 52 277 1702 972 3 6254000 Email: michar@bagir.com asafs@zadokco.co.il | Trade Debt | | | | \$832,473.00 |
| 19 | Kleban Darien LLC Attn.: April Clyne 1189 Post Road Fairfield, CT 06824 USA | Attn.: April Clyne Phone: (203) 955-1978 Email: aclyne@klebanproperties.com | Lease Obligation | | | | \$793,603.00 |
| 20 | Calvelx, S.A. Attn.: Marco Araujo Monte Do Calvelo E.N. 106 NR. 1132 Lousada 4620-249 Portugal | Attn.: Marco Araujo Phone: 351 255 880321 Email: marco.araujo@calvelx.com | Trade Debt | | | | \$791,969.00 |

Brooks Brothers Group, Inc.

Case number (if known)

Name

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|--|---|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 21 | Georgetown Renaissance, LP Attn.: Will Hitchcock P.O. Box 822475 Philadelphia, PA 19182-2475 USA | Attn.: Will Hitchcock Phone: (202) 688-3994 Email: whitchcock@eastblanc.com | Lease Obligation | | | | \$767,134.00 |
| 22 | Borderfree Attn.: Hansel Tan 292 Madison Avenue, 5th Floor New York, NY 10017 USA | Attn.: Hansel Tan Phone: (917) 943-2455 Email: hanselkimwell.tan@pb.com | Technology Services | | | | \$758,945.00 |
| 23 | Pespow S.P.A. Attn.: Cinzia D'Agositino Via Dell'Industria 23 S Martino Di Lupari Padova, Italy 35018 Italy | Attn.: Cinzia D'Agositino Phone: 39 049 5950 214 Email: cinzia.dagostino@pespow.com | Trade Debt | | | | \$724,436.20 |
| 24 | KPMG Attn: Victoria Youkhateh P.O. Box 120511 Dept. 0511 Dallas, TX 75312-0511 USA | Attn: Victoria Youkhateh Phone: (860) 297-5060 Email: vyoukhateh@kpmg.com | Professional Services | | | | \$683,067.00 |
| 25 | Tyson's Corner Holdings, LLC Attn: Saratina Martin P.O. Box 849554 Los Angeles, CA 90084-9554 USA | Attn: Saratina Martin Phone: (424) 229-3709 Email: saratina.martin@macerich.com | Lease Obligation | | | | \$658,258.00 |
| 26 | RCPI Landmark Properties, LLC C/O Tishman Speyer Properties Attn: Vinnie Cirillo P.O. Box 33173 Newark, NJ 07188-3173 USA | Attn: Vinnie Cirillo Phone: (212) 332-6637 Email: vcirillo@tishmanspeyer.com | Lease Obligation | | | | \$621,435.00 |
| 27 | MD Contract SRL Attn.: Paolo Filippo Soldan Galleria Del Corso 2 Milano, MI 20122 Italy | Attn.: Paolo Filippo Soldan Phone: 39 3428796763 Email: mdcontract@pec.it | Trade Debt | | | | \$605,542.00 |
| 28 | Amalgamated National Attn: Timothy Clark 333 Westchester Ave. White Plains, NY 10604 USA | Attn.: Timothy Clark Phone: (914) 367-5841 Email: tclark@alicare.com | Insurance Provider | | | | \$591,080.20 |

Brooks Brothers Group, Inc.

Case number (if known)

Name

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|---|--|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 29 | Manhattan Associates Attn.: Dennis Story P.O. Box 405696 Atlanta, GA 30384-5696 USA | Attn.: Dennis Story Phone: (770) 955-7070 Email: ar.manh.com | Trade Debt | | | | \$577,233.70 |
| 30 | Universal Express (Garments) Ltd. Attn.: Gene Choi Room 2402, 24/F, Sing Pao Bldg. 101 Kings Road, Fortress Hill HONG KONG, Hong Kong 99970 Hong Kong | Attn.: Gene Choi Phone: 86 21 6272 5058 Email: jkchoi@sh-universal.com | Technology Services | | | | \$564,164.00 |

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

| | | |
|--|---|---|
| | X | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| BROOKS BROTHERS GROUP, INC., <i>et al.</i>, | : | Case No. 20– _____ |
| | : | |
| Debtors.¹ | : | (Joint Administration Requested) |
| | : | |
| | X | |

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in Brooks Brothers Group, Inc. (“**Brooks Brothers**”) and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”). The Debtors respectfully represent as follows:

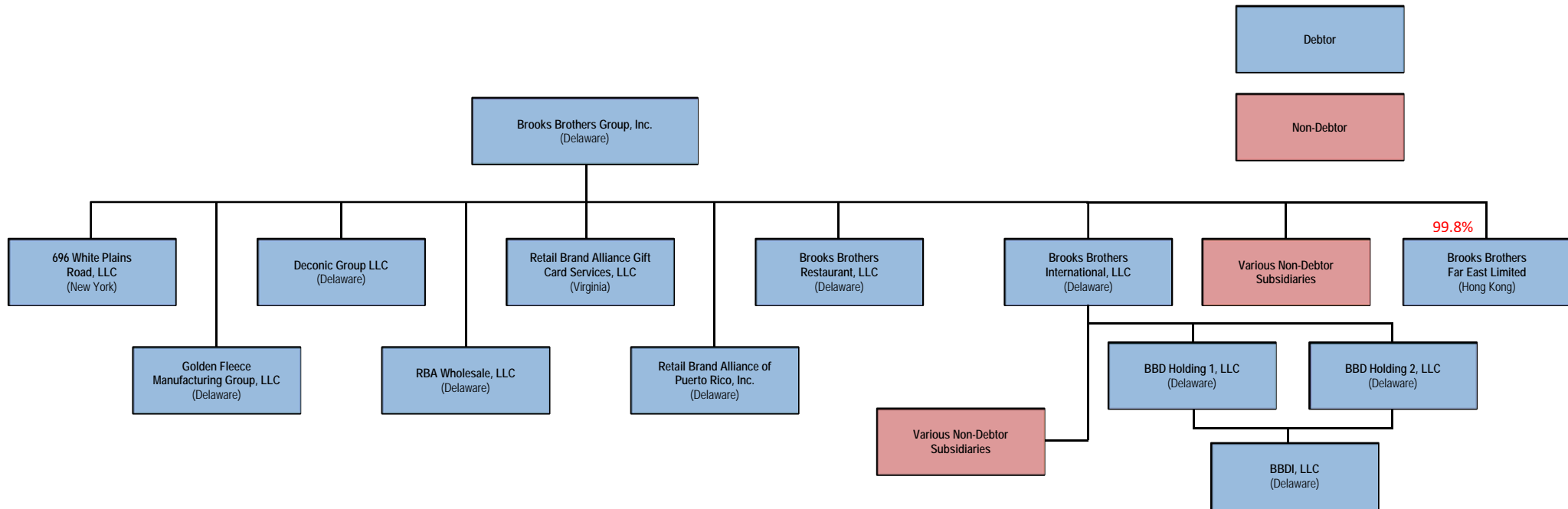
1. The following entities own, directly or indirectly, the below equity interests in Brooks Brothers:
 - a. The Del Vecchio Family Trust owns approximately 15.1% of the Class A Common Stock in Brooks Brothers.
 - b. DV Family, LLC owns approximately 5.9% of the Class A Common Stock in Brooks Brothers.
 - c. The CDV 2015 Annuity Trust owns approximately 71.5% of the Class A Common Stock in Brooks Brothers.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Brooks Brothers Group, Inc. (8883); Brooks Brothers Far East Limited (N/A); BBD Holding 1, LLC (N/A); BBD Holding 2, LLC (N/A); BBDI, LLC (N/A); Brooks Brothers International, LLC (N/A); Brooks Brothers Restaurant, LLC (3846); Deconic Group LLC (0969); Golden Fleece Manufacturing Group, LLC (5649); RBA Wholesale, LLC (0986); Retail Brand Alliance Gift Card Services, LLC (1916); Retail Brand Alliance of Puerto Rico, Inc. (2147); and 696 White Plains Road, LLC (7265). The Debtors’ corporate headquarters and service address is 346 Madison Avenue, New York, New York 10017.

- d. Delfin S.á r.l. owns approximately 7.5% of the Class A Common Stock in Brooks Brothers.
 - e. Castle Apparel Limited owns 100% of the Class B Common Stock in Brooks Brothers.
2. Brooks Brothers International, LLC directly owns 100% of the equity or membership interests, as applicable, in the following Debtors:
- a. BBD Holding 1, LLC (“**Holdco 1**”).
 - b. BBD Holding 2, LLC (“**Holdco 2**”).
3. Holdco 1 and Holdco 2 each own 50% of the membership interests in BBDI, LLC.
4. The following entities own, directly or indirectly, the below equity interests in Brooks Brothers Far East Limited (“**Brooks Brothers Far East**”):
- a. Brooks Brothers owns 99.8% of the shares of Brooks Brothers Far East.
 - b. Claudio Del Vecchio owns 0.2% of the shares of Brooks Brothers Far East.
5. Brooks Brothers directly owns 100% of the equity or membership interests, as applicable, of each other Debtor.

Exhibit A

Organizational Chart



*Ownership is 100% unless otherwise indicated.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

| | | | |
|---|---|--|---|
| | X | | |
| | : | | |
| In re | : | | Chapter 11 |
| | : | | |
| BROOKS BROTHERS GROUP, INC., et al., | : | | Case No. 20– _____ |
| | : | | |
| Debtors.¹ | : | | (Joint Administration Requested) |
| | : | | |
| | X | | |

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case.

| DEBTOR | NAME AND ADDRESS OF EQUITY HOLDER | PERCENTAGE OF EQUITY HELD |
|-----------------------------|---|--|
| Brooks Brothers Group, Inc. | Del Vecchio Family Trust 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | Approximately 15.1% of Class A Common Stock |
| Brooks Brothers Group, Inc. | DV Family, LLC 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | Approximately 5.9% of Class A Common Stock |
| Brooks Brothers Group, Inc. | CDV 2015 Annuity Trust 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | Approximately 71.5% of Class A Common Stock |
| Brooks Brothers Group, Inc. | Delfin S.á r.l. 7 Rue de la Chapelle L-1325 Luxembourg | Approximately 7.5% of Class A Common Stock |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Brooks Brothers Group, Inc. (8883); Brooks Brothers Far East Limited (N/A); BBD Holding 1, LLC (N/A); BBD Holding 2, LLC (N/A); BBDI, LLC (N/A); Brooks Brothers International, LLC (N/A); Brooks Brothers Restaurant, LLC (3846); Deconic Group LLC (0969); Golden Fleece Manufacturing Group, LLC (5649); RBA Wholesale, LLC (0986); Retail Brand Alliance Gift Card Services, LLC (1916); Retail Brand Alliance of Puerto Rico, Inc. (2147); and 696 White Plains Road, LLC (7265). The Debtors' corporate headquarters and service address is 346 Madison Avenue, New York, New York 10017.

| DEBTOR | NAME AND ADDRESS OF EQUITY HOLDER | PERCENTAGE OF EQUITY HELD |
|---|--|---------------------------------|
| Brooks Brothers Group, Inc. | Castle Apparel Limited 6th Floor, TAL Building 49 Austin Road Kowloon Hong Kong | 100% of Class B Common Stock |
| 696 White Plains Road, LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| Brooks Brothers International, LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| Brooks Brothers Restaurant, LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| Deconic Group LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| Golden Fleece Manufacturing Group, LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| RBA Wholesale, LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| Retail Brand Alliance Gift Card Services, LLC | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| Retail Brand Alliance of Puerto Rico, Inc. | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 100% |
| BBD Holding 1, LLC | Brooks Brothers International, LLC 346 Madison Avenue New York, New York 10017 | 100% |
| BBD Holding 2, LLC | Brooks Brothers International, LLC 346 Madison Avenue New York, New York 10017 | 100% |
| BBDI, LLC | BBD Holding 1, LLC 100 Phoenix Avenue Enfield, Connecticut 06082 | 50% |
| BBDI, LLC | BBD Holding 2, LLC 100 Phoenix Avenue Enfield, Connecticut 06082 | 50% |

| DEBTOR | NAME AND ADDRESS OF EQUITY HOLDER | PERCENTAGE OF EQUITY HELD |
|-------------------------------------|--|------------------------------|
| Brooks Brothers Far East Limited | Brooks Brothers Group, Inc. 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 99.8% |
| Brooks Brothers Far East Limited | Claudio Del Vecchio 346 Madison Avenue, 10th Floor – Executive Office New York, New York 10017 | 0.2% |

Fill in this information to identify the case:

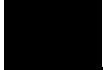
Debtor name: Brooks Brothers Group, Inc.
 United States Bankruptcy Court for the District of Delaware
 (State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

 Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 8, 2020
 MM / DD /YYYY

X

/s/ Stephen Marotta

Signature of individual signing on behalf of debtor

Stephen Marotta

Printed name

Chief Restructuring Officer

Position or relationship to debtor